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Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 07-01-2012, 2012, and ending 06-30-2013

☐ Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization
WELLSPAN MEDICAL GROUP

Doing Business As

Number and street (or P O box if mail is not delivered to street address)
PO BOX 2767

Room/suite

City or town, state or country, and ZIP + 4
YORK, PA 17405

F Name and address of principal officer
Bruce M Bartels
PO Box 2767
York,PA 174052767

H(a) Is this a group return for affiliates?

☐ Yes☒ No

H(b) Are all affiliates included?

☐ Yes☒ No

If "No," attach a list (see instructions)

H(c) Group exemption number

I Tax-exempt status

☒ 501(c)(3)

☐ 501(c) ()

(Insert no)

☐ 4947(a)(1) or ☐ 527

J Website: WWW WELLSPAN ORG

K Form of organization

☒ Corporation☐ Trust☐ Association☐ Other

L Year of formation 1993

M State of legal domicile PA

Part I

Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities WellSpan Medical Group, in coordination with York Hospital, Gettysburg Hospital, and WellSpan Surgery and Rehabilitation Hospital provides medical and surgical care to patients in and around York and Adams County, Pennsylvania without regard to the ability to pay		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	10
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	1
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	1,868
	6	Total number of volunteers (estimate if necessary)	6	6
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	1,918,210
	b	Net unrelated business taxable income from Form 990-T, line 34	7b	-333,803
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	21,600,472	19,582,680
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	199,750,677	226,614,638
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	433,230	438,477
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,379,414	1,918,210
			223,163,793	248,554,005
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	1,000	0
	14	Benefits paid to or for members (Part IX, column (A), line 4)		0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	185,254,835	212,134,121
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		0
	b	Total fundraising expenses (Part IX, column (D), line 25) <div>0</div>		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	37,836,195	41,638,805
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	223,092,030	253,772,926
	19	Revenue less expenses Subtract line 18 from line 12	71,763	-5,218,921
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	35,358,741	33,746,095
	21	Total liabilities (Part X, line 26)	20,929,740	24,335,309
	22	Net assets or fund balances Subtract line 21 from line 20	14,429,001	9,410,786

Part II

Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer

Michael F O'Connor CFO

Type or print name and title

2014-05-08

Date

Paid Preparer Use Only

Prnt/Type preparer's name
JEFFREY SCHRAGG

Firm's name BDO USA LLP

Firm's address 8405 Greensboro Drive
McLean, VA 22102

Preparer's signature

Date

Check ☐ if self-employed

PTIN P00234543

Firm's EIN

Phone no (717) 893-0600

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes☒ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2012)

Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1

Briefly describe the organization’s mission

The WellSpan Medical Group was founded and operates on the belief that a large, well-organized group practice, based on primary and preventive care, and working collaboratively as part of an integrated health care delivery system, can deliver a superior standard of care. Its mission is to promote and to provide quality, cost-effective health care services which seek to improve the health status of the community. The Medical Group provides care without regard for an individual’s health status or ability to pay.

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

YesNo

If “Yes,” describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

YesNo

If “Yes,” describe these changes on Schedule O

4

Describe the organization’s program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a

(Code) (Expenses \$ 239,996,219 including grants of \$) (Revenue \$ 226,614,638)

WellSpan Medical Group, which does not contemplate pecuniary gain or profit, incidental or otherwise, was formed for the purposes of furthering the charitable purposes of WellSpan Health and promoting the provision of health care services in South Central Pennsylvania, including York and Adams Counties, by providing clinically effective health care services, including professional health care services, in a cost effective manner in settings appropriate to patient and payor needs under a variety of health care financing arrangements, enhancing the continuity and quality of health care services provided to patients, ensuring the continued local patient access to health care services, enhancing the health status of the communities served by WellSpan Health, effectively responding to changing payor requirements, achieving excellence in clinical innovations, service, quality, cost and outcomes, and achieving operating efficiencies, such as containing and reducing costs and avoiding unnecessary duplication of services and equipment, thereby utilizing resources more effectively. See Attached Federal Supplemental Information WellSpan Health - 2013 Community Benefit Report.

4b

(Code) (Expenses \$ including grants of \$) (Revenue \$)

4c

(Code) (Expenses \$ including grants of \$) (Revenue \$)

4d

Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e
















Total program service expenses

239,996,219

Form 990 (2012)

Part IV

Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2 Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10 Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI 	11a Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII 	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII 	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26	Yes	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		No
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	Yes	
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		No
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		0
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		No
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		No
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		No
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		No
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		No
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		No
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		No
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	10	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
1b	Enter the number of voting members included in line 1a, above, who are independent	1	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	8a	Yes
8b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	No
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	15a	Yes
15b	Other officers or key employees of the organization	15b	Yes
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	PA
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization	DAVID RIZZUTO 3350 WHITEFORD ROAD YORK, PA (717) 851-3055

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099- MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Ridge Salter MD Chairman	40.00 0.00	X		X				209,027	0	58,281
(2) Catherine M Heilman MD Vice Chair	40.00 0.00	X		X				184,437	0	54,886
(3) Jeffrey Lobach Esq Director	1.00 0.00	X						0	0	0
(4) Rajesh Singal MD Director	40.00 0.00	X						302,388	0	65,776
(5) Neal Friedman MD Director	1.00 40.00	X						0	309,539	63,958
(6) Charles H Chodroff MD Director	1.00 40.00	X						0	530,704	360,842
(7) Larry Miller Director	1.00 0.00	X						0	0	0
(8) Bruce M Bartels CEO-WellSpan H	1.00 40.00	X		X				0	1,441,893	640,768
(9) Carlene Warner MD Director	40.00 0.00	X						96,650	0	37,566
(10) Lee Maddox MD Director	40.00 0.00	X						478,826	0	55,356
(11) Thomas R McGann MD Pres, Sec	40.00 0.00			X				520,527	0	339,668
(12) Michael F O'Connor CFO-WellSpan H	1.00 40.00			X				0	574,340	368,141
(13) Jack Jensen VP & COO - WellSpan Medical Group	37.00 0.00				X			186,901	0	47,956
(14) Larry Shears MD Med Dir-Cardio Sur	40.00 0.00					X		834,067	0	72,285
(15) Amit Shah MD Radiation Oncol	40.00 0.00					X		840,163	0	52,135
(16) Eugene Eline DO Ortho Surgeon	40.00 0.00					X		807,728	0	56,921
(17) Mark Richardson MD VP-Orthop. Service	40.00 0.00					X		1,010,901	0	56,744

Part VII

[illegible]

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	6,276,097	2,856,476	2,387,341

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization: 393

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	Yes
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
Weatherby Locums Inc PO Box 972633 Dallas TX 75397	Temporary Help	1,246,455
Star Building Services Inc 106 Quigley Boulevard PO Box 11410 Wilmington DE 19850	Janitorial Services	321,569
Medical Dental Bureau 263 East Market Street York PA 17403	Answering Services	255,479
Integrity TransData Inc 873 Solarlight Drive York PA 17402	Transcription	186,566
Emdeon Business Services 12016 Collections Center Drive Chicago IL 60693	Collection Services	346,571

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►16

Part VIII

Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a			
	b	Membership dues	1b			
	c	Fundraising events	1c			
	d	Related organizations	1d	19,366,069		
	e	Government grants (contributions)	1e	55,968		
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	160,643		
	g	Noncash contributions included in lines 1a-1f \$				
	h	Total. Add lines 1a-1f		19,582,680		
Program Service Revenue			Business Code			
	2a	W/O - Free Care	621110	-4,369,250	-4,369,250	
	b	W/O - Bad Debt	621110	-5,276,085	-5,276,085	
	c	Teaching Services	611600	4,319,645	4,319,645	
	d	Health Care Services	621110	231,940,328	231,940,328	
	e					
	f	All other program service revenue				
	g	Total. Add lines 2a-2f		226,614,638		
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		446,153		446,153
	4	Income from investment of tax-exempt bond proceeds . . .		0		
	5	Royalties		0		
	6a	(i) Real				
		(ii) Personal				
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss)		0		
	7a	(i) Securities				
		(ii) Other				
	b	Less cost or other basis and sales expenses		7,676		
	c	Gain or (loss)		-7,676		
	d	Net gain or (loss)		-7,676		-7,676
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18		0		
	a					
	b	Less direct expenses				
	c	Net income or (loss) from fundraising events . . .				
	9a	Gross income from gaming activities See Part IV, line 19		0		
	a					
b	Less direct expenses					
c	Net income or (loss) from gaming activities . . .					
10a	Gross sales of inventory, less returns and allowances		0			
a						
b	Less cost of goods sold					
c	Net income or (loss) from sales of inventory . . .					
Miscellaneous Revenue		Business Code				
11a	Good Samaritan - CT Surg	900004	802,076	802,076		
b	Billing Services	900004	524,060	524,060		
c	BHS Outside Revenue	900004	326,867	326,867		
d	All other revenue		265,207	265,207		
e	Total. Add lines 11a-11d		1,918,210			
12	Total revenue. See Instructions		248,554,005	226,614,638	1,918,210	438,477

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	0			
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4	Benefits paid to or for members.	0			
5	Compensation of current officers, directors, trustees, and key employees.	2,474,275	1,739,150	735,125	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7	Other salaries and wages.	163,912,228	158,257,015	5,655,213	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	13,400,921	12,833,751	567,170	
9	Other employee benefits.	24,012,362	22,875,375	1,136,987	
10	Payroll taxes.	8,334,335	7,684,573	649,762	
11	Fees for services (non-employees):				
a	Management.	933,187		933,187	
b	Legal.	128	128		
c	Accounting.	754,512	747,729	6,783	
d	Lobbying.	0			
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees.	0			
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	6,066,542	5,446,312	620,230	
12	Advertising and promotion.	90,288	70,374	19,914	
13	Office expenses.	1,063,221	995,589	67,632	
14	Information technology.	2,696,117	965,392	1,730,725	
15	Royalties.	0			
16	Occupancy.	9,754,104	9,383,375	370,729	
17	Travel.	708,625	635,884	72,741	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	484,430	435,093	49,337	
20	Interest.	0			
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	3,902,680	3,583,297	319,383	
23	Insurance.	4,358,974	4,033,336	325,638	
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a	Dues and Subscriptions.	544,220	519,916	24,304	
b	Taxes & Licenses.	644,281	442,158	202,123	
c	Utilities.	1,281,401	1,237,090	44,311	
d	Direct Supplies.	7,210,343	7,214,636	-4,293	
e	All other expenses.	1,145,752	896,046	249,706	
25	Total functional expenses. Add lines 1 through 24e.	253,772,926	239,996,219	13,776,707	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

Check if Schedule O contains a response to any question in this Part X ☐

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			1	11,758
	2	Savings and temporary cash investments			2	1,525,484
	3	Pledges and grants receivable, net			3	0
	4	Accounts receivable, net		15,901,228	4	16,975,476
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L			6	0
	7	Notes and loans receivable, net			7	0
	8	Inventories for sale or use		464,759	8	429,773
	9	Prepaid expenses and deferred charges		899,049	9	1,071,536
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	36,431,544		
	b	Less accumulated depreciation	10b	22,771,660	15,211,801	10c 13,659,884
	11	Investments—publicly traded securities			11	0
	12	Investments—other securities See Part IV, line 11			12	0
	13	Investments—program-related See Part IV, line 11			13	0
	14	Intangible assets			14	0
	15	Other assets See Part IV, line 11		2,881,904	15	72,184
	16	Total assets. Add lines 1 through 15 (must equal line 34)		35,358,741	16	33,746,095
Liabilities	17	Accounts payable and accrued expenses		20,791,725	17	22,858,446
	18	Grants payable			18	
	19	Deferred revenue			19	947,608
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties		138,015	23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D			25	529,255
	26	Total liabilities. Add lines 17 through 25		20,929,740	26	24,335,309
Net Assets or Fund Balances		Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets		14,396,073	27	9,388,422
	28	Temporarily restricted net assets		32,928	28	22,364
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		14,429,001	33	9,410,786
	34	Total liabilities and net assets/fund balances		35,358,741	34	33,746,095

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	248,554,005
2	Total expenses (must equal Part IX, column (A), line 25)	2	253,772,926
3	Revenue less expenses Subtract line 2 from line 1	3	-5,218,921
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	14,429,001
5	Net unrealized gains (losses) on investments	5	200,706
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	9,410,786

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	Yes
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
WELLSPAN MEDICAL GROUP

Employer identification number
23-2730785

Part I

Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1

☐

A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9

☒

An organization that normally receives (1) more than 33¹/₃% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33¹/₃% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10

☐

An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Non-functionally integrated
- e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii)

A family member of a person described in (i) above?

(iii)

A 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)
- | | Yes | No |
|----------|-----|----|
| 11g(i) | | |
| 11g(ii) | | |
| 11g(iii) | | |
- | (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1 - 9 above or IRC section (see instructions)) | (iv) Is the organization in col (i) listed in your governing document? | | (v) Did you notify the organization in col (i) of your support? | | (vi) Is the organization in col (i) organized in the U S ? | | (vii) Amount of monetary support |
|------------------------------------|----------|---|--|----|---|----|--|----|----------------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| | | | | | | | | | |
| | | | | | | | | | |
| Total | | | | | | | | | |
- For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990EZ.

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2012

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage						
14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))		14				
15 Public support percentage for 2011 Schedule A, Part II, line 14		15				
16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						▶
b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						▶
17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions						▶

Part IIISupport Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	24,012,385	15,963,807	19,981,014	21,600,472	19,582,680	101,140,358
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	143,725,089	171,590,493	191,282,689	199,750,677	226,614,638	932,963,586
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	167,737,474	187,554,300	211,263,703	221,351,149	246,197,318	1,034,103,944
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						1,034,103,944

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	167,737,474	187,554,300	211,263,703	221,351,149	246,197,318	1,034,103,944
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	193,829	148,609	112,401	446,142	446,153	1,347,134
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	193,829	148,609	112,401	446,142	446,153	1,347,134
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0
13 Total support. (Add lines 9, 10c, 11, and 12.)	167,931,303	187,702,909	211,376,104	221,797,291	246,643,471	1,035,451,078
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage			
15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	99.870%	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	99.890%	

Section D. Computation of Investment Income Percentage			
17	Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	0 130 %
18	Investment income percentage from 2011 Schedule A, Part III, line 17	18	0 110 %
19a	33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
b	33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization <input type="checkbox"/>		
20	Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/>		

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization WELLSPAN MEDICAL GROUP	Employer identification number 23-2730785
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Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	

Part II

Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)☐ Preservation of an historically important land area☐ Protection of natural habitat☐ Preservation of a certified historic structure☐ Preservation of open space

2

Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶_____

4

Number of states where property subject to conservation easement is located ▶_____

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶_____

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶\$ _____

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes☐ No

9

In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b

Assets included in Form 990, Part X

▶ \$ _____

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 52283D

Schedule D (Form 990) 2012

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII and complete the following table

	Amount
1c	
1d	
1e	
1f	

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	32,928	17,126	11,277	10,958	12,385
b Contributions	5,904	19,514	6,014	3,807	
c Net investment earnings, gains, and losses					
d Grants or scholarships					28,372
e Other expenditures for facilities and programs	16,468	3,712	165	3,488	
f Administrative expenses					10,958
g End of year balance	22,364	32,928	17,126	11,277	10,958

2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment

b

Permanent endowment

c

Temporarily restricted endowment 100.000 %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i)

unrelated organizations

3a(i)

☐ Yes

☐ No

(ii)

related organizations

3a(ii)

☐ Yes

☐ No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

☐ Yes

☐ No

4

Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		11,214,094	5,471,567	5,742,527
d Equipment		25,217,450	17,300,093	7,917,357
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				13,659,884

Part XI

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	229,469,466
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	200,706
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	200,706
3	Subtract line 2e from line 1	3	229,268,760
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	19,285,245
c	Add lines 4a and 4b	4c	19,285,245
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	248,554,005

Part XII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	253,772,926
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	253,772,926
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	253,772,926

Part XIII

Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
Part XI, Line 4b	Part XI, Line 4b Other revenue amounts included on 990 but not included in F/S	Grant-York Hospital \$15910000 Grant-Gettysburg Hospital \$33800000 Restricted Contributions \$5904 Net assets released from Restriction \$-10659
Part X	Part X FIN48 Footnote	In June 2006, the Financial Accounting Standards Board (FASB) issued Interpretation NO 48, Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement NO 109, Accounting for Income Taxes (FIN 48), which creates a single model to address uncertainty in tax positions and clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. Under the requirements of FIN 48, tax-exempt organizations could now be required to record an obligation as the result of a tax position they have historically taken or various tax exposure items. Prior to FIN 48, the determination of when to record a liability for tax exposure was based on whether a liability was considered probable and reasonably estimable in accordance with SFAS No 5, Accounting for Contingencies. On July 1, 2007, the parent company, WellSpan Health, adopted FIN 48. WellSpan Health determined that it does not have any uncertain tax positions through June 30, 2013.
Part V, Line 4	Part V, Line 4 Intended uses of the endowment fund	The funds were used to improve the health and welfare of the residents of York and Adams counties of Pennsylvania.

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
WELLSPAN MEDICAL GROUP

Employer identification number
23-2730785

Part I

Questions Regarding Compensation

	Yes	No
<div><div>1a</div><div>Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items</div><div><div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input checked="" type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div><div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div></div></div>		
<div><div>b</div><div>If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</div></div>	Yes	
<div><div>2</div><div>Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</div></div>	Yes	
<div><div>3</div><div>Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III</div><div><div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div></div><div><div><input checked="" type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div></div></div>		
<div><div>4</div><div>During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization</div></div>		
<div><div>a</div><div>Receive a severance payment or change-of-control payment?</div></div>		No
<div><div>b</div><div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div></div>	Yes	
<div><div>c</div><div>Participate in, or receive payment from, an equity-based compensation arrangement?</div><div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</div></div>		No
<div><div></div><div>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</div></div>		
<div><div>5</div><div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of</div></div>		
<div><div>a</div><div>The organization?</div></div>		No
<div><div>b</div><div>Any related organization?</div><div>If "Yes," to line 5a or 5b, describe in Part III</div></div>		No
<div><div>6</div><div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of</div></div>		
<div><div>a</div><div>The organization?</div></div>		No
<div><div>b</div><div>Any related organization?</div><div>If "Yes," to line 6a or 6b, describe in Part III</div></div>		No
<div><div>7</div><div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</div></div>		No
<div><div>8</div><div>Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</div></div>		No
<div><div>9</div><div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</div></div>		No

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table								

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
Sch J, Part I, Line 1a	Part I, Line 1a Relevant information in regards to selections on 1a	Bruce Bartels, WellSpan CEO, received additional compensation to cover the tax on personal use of his company vehicle

Software ID: 12000229
Software Version: 2012v2.0
EIN: 23-2730785
Name: WELLSPAN MEDICAL GROUP

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Thomas R McGann MD	(i) (ii)	387,790	125,070	7,667	300,355	39,313	860,195	125,070
Thomas DiPasquale DO	(i) (ii)	704,482	100,000		13,077	42,981	860,540	
Ridge Salter MD	(i) (ii)	187,244	21,783		24,143	34,138	267,308	
Rajesh Singal MD	(i) (ii)	241,136	61,252		28,875	36,901	368,164	
Neal Friedman MD	(i) (ii)	265,314	44,225		28,875	35,083	373,497	
Michael F O'Connor	(i) (ii)	429,893	135,960	8,487	325,915	42,226	942,481	135,960
Mark Richardson MD	(i) (ii)	782,901	228,000		10,769	45,975	1,067,645	
Lee Maddox MD	(i) (ii)	434,826	44,000		14,597	40,759	534,182	
Larry Shears MD	(i) (ii)	736,490	97,577		28,875	43,410	906,352	
Jack Jensen	(i) (ii)	149,229	29,456	8,216	21,587	26,369	234,857	
Eugene Eline DO	(i) (ii)	807,728			12,692	44,229	864,649	
Charles H Chodroff MD	(i) (ii)	398,563	129,360	2,781	321,395	39,447	891,546	129,360
Catherine M Heilman MD	(i) (ii)	171,005	13,432		21,302	33,584	239,323	
Bruce M Bartels	(i) (ii)	777,484	254,363	410,046	589,055	51,713	2,082,661	249,150
Amit Shah MD	(i) (ii)	501,394	338,769		12,692	39,443	892,298	

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization WELLSPAN MEDICAL GROUP	Employer identification number 23-2730785
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Part I

Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 ▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$

Part II

Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?	(i) Written agreement?	
			To	From			Yes	No		Yes	No
(1) Eugene Eline MD				X				No	Yes		Yes
Total ▶ \$											

Part III

Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) Barley Snyder LLC	Partner Lobach	514,268	Provides Legal Serv WSH		No
(2) Brenda Singal	Family Mem Singal	156,305	Employee of WMG		No
(3) David Zelis	Family Mem Salter	255,810	Employee of WMG		No

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

Identifier	Return Reference	Explanation
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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization WELLSPAN MEDICAL GROUP	Employer identification number 23-2730785
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Identifier	Return Reference	Explanation
Form 990, Part VI, Line 19	Form 990, Part VI, Line 19 Other Organization Documents Publicly Available	Governing documents, policies, and financial statements are available upon request
Form 990, Part VI, Line 15b	Form 990, Part VI, Line 15b Compensation Review and Approval Process for Officers and Key Employees	<p>The Compensation Committee of WellSpan Health is responsible for rewarding and reinforcing key executives for the achievement of annual and long-term performance objectives. The Compensation Committee shall consist of not more than six (6) persons, of whom two (2) shall be the Chairman and Vice Chairman of the Board of the Corporation, and the remaining members shall be such other persons as may be appointed by the Chairman of the Board of the Corporation, with the approval of the Board of Directors, provided, however, that the Compensation Committee shall not include any persons who are employed by the System. The Chairman of the Board of Gettysburg Hospital shall participate. The role of the Compensation Committee is to set the Executive Compensation Philosophy for the system and ensure adherence, evaluate performance and establish compensation for the WellSpan President, evaluate team performance of the executive team and establish awards, review and approve senior executive base salary ranges, and oversee employed physician compensation programs. The Committee will approve salary ranges for each executive position and review incumbent salaries annually. The Committee will be responsible for reviewing the President's salary each year, and if warranted, authorizing an adjustment to maintain competitiveness. The President will have the authority to make salary adjustments for subordinate positions. The Committee is responsible for approving and authorizing payment of the performance awards. The Committee will approve and authorize payment of the President's performance awards. Integrated Healthcare Strategies, Inc., based in Minneapolis Minnesota is the external consultant to the committee. This consultant focuses exclusively on executive and physician compensation in the health care industry. In summary, the executive and physician compensation review process consists of the following: 1) Cash compensation reviewed annually 2) Cash compensation reviewed by external consultant biennially 3) external total compensation (cash, incentives, benefits, perquisites) reviewed by external consultant periodically 4) Process is integrated with compensation analysis for other WellSpan positions 5) Committee decisions are documented in minutes maintained in Human Resources.</p>
Form 990, Part VI, Line 15a	Form 990, Part VI, Line 15a Compensation Review & Approval Process - CEO, Top Management	see following explanation for 15b. Description for compensation and approval of CEO, executive director or top management is included here.
Form 990, Part VI, Line 12c	Form 990, Part VI, Line 12c Explanation of Monitoring and Enforcement of Conflicts	Officers, directors, and key employees fill out a WellSpan Health Conflict of Interest Disclosure Statement questionnaire annually. The questionnaire is administered by the Internal Audit Department of WellSpan Health, the Parent Company. There shall be full disclosure by any Director having a business or personal interest or relationship which may be in conflict with the interests of the Corporation. After such disclosure the Director shall abide by the determination of the Board of Directors as to whether a conflict exists, the extent to which, if at all, the Director will be permitted to be present during the Board of Directors' discussion of the matter in which the Director may be interested, and whether the Director will be permitted to participate in such discussion and cast a vote in such matter.
Form 990, Part VI, Line 11b	Form 990, Part VI, Line 11b Form 990 Review Process	Management provided an electronic copy of the form 990 to each voting member of the organization's governing body, prior to its filing with the IRS. The organization's finance management team provided a presentation to the Audit Committee on the organization's 990 return.
Form 990, Part VI, Line 7b	Form 990, Part VI, Line 7b Describe Decisions of Governing Body Approval by Members or Shareholders	The Member of the Corporation shall meet at any place, date, and time designated by the Member, for the transaction of the general business of the Corporation. Action of the Member shall generally be taken by a written consent in lieu of a meeting. Any action which may be taken at a meeting of the Member may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by the Member and filed with the Secretary of the Corporation.
Form 990, Part VI, Line 6	Form 990, Part VI, Line 6 Explanation of Classes of Members or Shareholder	WellSpan Health, a not for profit corporation, is the sole member.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
WELLSPAN MEDICAL GROUP

Employer identification number
23-2730785

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)					
(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
See Additional Data Table							

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproporionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) Community Healthcare Imaging Partners PO Box 2767 York, PA 174052767 23-2444154	MRI Center	PA	NA					No			No	
(2) Cherry Tree Cancer Center LLP PO Box 2767 York, PA 174052767 23-2915628	Radiation	PA	NA					No			No	
(3) Littlestown Health Care Partners 300 West King Street Littlestown, PA 17340 23-2880464	Lease facil	PA	NA					No			No	
(4) Q-WH LLC PO Box 2767 York, PA 174052767 20-8226561	GP of CHIP	PA	NA					No			No	
(5) Central PA Alliance Laboratories LLC PO Box 2767 York, PA 174052767 23-2910950	Ref Lab	PA	NA					No			No	
(6) Apple Hill Surgical Center Partners PO Box 2767 York, PA 174052767 23-2489452	Surgical Cn	PA	NA					No			No	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) Apple Hill Condominium Association PO Box 2767 York, PA 174052767 23-2504543	Condo Mgmt Association	PA	N/A	Homeowner Assoc					No
(2) WellSpan Provider Network PO Box 2767 York, PA 174052767 23-2907828	Coord managed care risk contract	PA	NA	C Corp					No
(3) York Health Plan PO Box 2767 York, PA 174052767 23-2664989	Preferred Provider Organization	PA	NA	C Corp					No
(4) Wellspan Reciprocal Risk Retention Group PO Box 2767 York, PA 174052767 20-0048457	Risk Retention Group	PA	NA	C Corp	1,098,796	3,359,059	15 260 %		No
(5) Wellspan Pharmacy Inc PO Box 2767 York, PA 174052767 23-2374072	Dispenses Rx & provides IV therapy	PA	NA	C corp					No

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b		No
1c	Yes	
1d		No
1e	Yes	
1f		No
1g		No
1h	Yes	
1i		No
1j		No
1k	Yes	
1l	Yes	
1m	Yes	
1n		No
1o		No
1p	Yes	
1q		No
1r		No
1s		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Software ID: 12000229
Software Version: 2012v2.0
EIN: 23-2730785
Name: WELLSPAN MEDICAL GROUP

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation	
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2013 Community Benefit Report



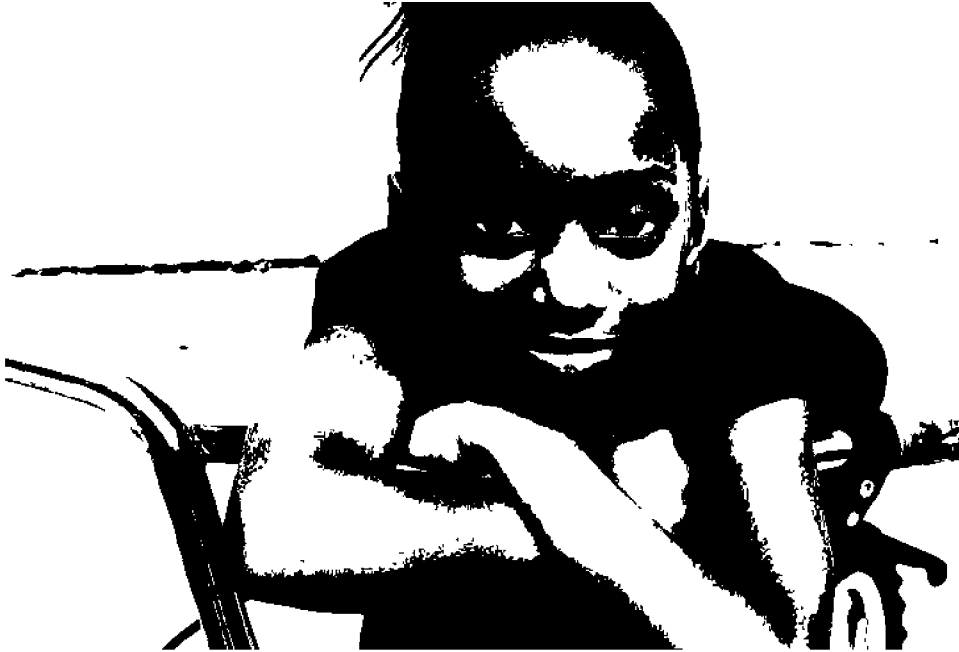
Discover how we help>



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How We Help



Every member of our community deserves the care they need

At WellSpan, it is our core belief that access to health care is one of the keys to a healthy community. Yet, in York and Adams counties, there are nearly 40,000 individuals who live without adequate health insurance.

This community health problem cannot be ignored and requires careful planning and forethought. Fortunately, WellSpan has done both.

We take measures to care for those who have no insurance and are unable to pay. We offer discounted care to individuals whose income falls within 300 percent of federal poverty guidelines. Additionally, all uninsured patients, regardless of whether they qualify for charity care, receive discounts similar to those offered by private insurance companies. We offer free care to patients who participate in our charity care program.

Together with our community partners, we support programs to take primary care and other services into urban and rural communities, improve access to oral health care and help people establish a “medical home” with a primary care physician.

Helping the uninsured make community health connections

Wally, age 35, arrives at WellSpan's HealthConnect van at the York County School of Technology with a painfully swollen, bruised index finger on his right hand

The nail is dark and the finger is stiff Wally slammed the door shut on his finger as he tried to prevent a child from running into his car door



"No good deed goes unpunished," jokes Wally

Wally has no health insurance He works as a temp since losing his full-time job last year

Sarah, Wally's wife, does not work enough hours to afford a health insurance premium They do not pay for health insurance in order to meet their expenses for shelter, food and raising their 10-year-old son, Dennis

While Wally is being examined, Sarah talks with a care coordinator about her depression She realizes she would feel better if she took her antidepressant, but the cost is too high

She shares her worries about Wally not being able to work because of his injured finger, she worries that she might be late to work and that it could lead to her losing her job

The HealthConnect staff consists of physicians, nurse practitioners, care coordinators, drivers/clerks, volunteers, administrative and maintenance staff They provide care and help families make the health connections they need

Wally needs an antibiotic for his finger Wally and Sarah want to pay for the prescription because personal pride is important to them

The staff calls the Healthy Community Pharmacy, a program of Healthy York Network's community effort to address needs of people who are uninsured and underinsured The pharmacy is able to fill the prescription for an affordable fee and it will be ready in an hour

A Healthy York Network application is given to the family with instructions on where, when and how to complete and deliver it for review. Wally and Sarah understand that it is not insurance, but a discount program for support.

Wally takes the order to have an X-ray completed and is told that the provider will call him with results. Wally knows that he can come back to HealthConnect for follow up, if needed. The goal, however, is for Wally and Sarah to develop a relationship with a primary care provider for ongoing care.

WellSpan can help them reach that goal.

Before they leave the HealthConnect van, they receive information about the importance of good dental hygiene, toothbrushes and some kid-friendly reading materials about dental hygiene for Dennis. Sarah also gets a phone number for Crisis Intervention, in case her depression and negative thoughts get worse.

Staff members reinforce Wally and Sarah's positives—their parenting skills, their commitment to each other and their willingness to partner with HealthConnect to make a positive impact on their health.

They also receive a card with the date of their visit to HealthConnect, the names of staff members they met and a phone number for non-urgent questions.

Wally and Sarah are among the more than 800 patients the HealthConnect team treated from July 2012 through June 2013.

“Our job is to help the uninsured make community health connections,” said Kelly Osmolinski-Smith, manager of Community Health Connections. “Our goal is a healthier community despite the individual's resources. Our patients are our neighbors in York and Adams counties.”

WellSpan's HealthConnect is a community-based medical outreach program designed to "connect" uninsured families with the medical services and health care programs that they need through a mobile service regularly provided in York and Adams counties.



In 2013, WellSpan Health provided over \$205 million in care for the uninsured and underinsured

The net cost of care provided in 2013

- Charity Care \$22.1 million in free care to patients who participated in our charity care program
- Medicare \$88.9 million in cost greater than what was paid to WellSpan by Medicare
- Medicaid \$68 million in cost greater than what was paid to WellSpan by Medicaid
- Uncompensated Care \$26 million in services to patients who received care for which they did not pay and who did not participate in the charity care program
- Community Education and Outreach \$6.5 million in free community education and outreach to children and at-risk groups, and the community at large (including adults)
- Medical, Dental and Pharmaceutical Care \$15.1 million to support services that provided discounted medical, dental and pharmaceutical care to people in need

Programs for the uninsured that WellSpan supported in 2013

Initiatives we support	Who benefits?	Our progress in 2013
HealthConnect, a mobile health care program that provides basic primary care services and helps individuals find a medical home	Individuals who lack sufficient health insurance	812 visits 435 new patients 33 referrals to a primary care physician
Healthy York Network and Healthy Community Pharmacy, a collaborative effort that facilitates access to discounted health care services and prescription medication	Individuals who lack sufficient health insurance	\$31 million of care provided to more than 8,294 members 9,215 new members enrolled 45,427 prescriptions filled
Community Health Workers, who help people navigate the health care system, enroll in public assistance programs and implement health outreach programs	Individuals who lack sufficient health insurance and people of disparate populations	331 individuals were assisted with access to healthcare and enrollment in health assistance programs such as Healthy York Network
Family First Health's Hannah Penn Health Center, a partnership of WellSpan York Hospital, Family First Health and the City of York School District	Underserved adults and children, including those who lack sufficient health insurance and those with Medicaid	3,071 acute and preventive medical visits 489 dental visits
York Hospital Community Health Center, which provides primary care services, women's health care, HIV care and pediatric care for medically complex conditions	Adults and children who lack sufficient health insurance	23,632 primary care visits and 15,303 obstetrics and gynecology visits

Initiatives we support	Who benefits?	Our progress in 2013
Thomas Hart Family Practice Center, which is staffed by resident and faculty physicians at WellSpan York Hospital and provides acute, chronic, preventive and obstetric care	Adults and children, many of whom lack sufficient health insurance	25,798 patient visits
Family First Health's Gettysburg Center, a federally qualified community health center that WellSpan supports to provide medical and dental services in Adams County	Underserved adults and children of Adams County, including those who lack sufficient health insurance and those with Medicaid	Actively supported the center and its ability to attract 5,342 patients during the past year Provided dental care to 2,536 patients who are uninsured and those with Medicaid
The George W T Bentzel, DDS Dental Center, which is staffed by licensed dentists and residents from the WellSpan York Hospital Dental Residency Program	Adults and children, many of whom lack sufficient dental insurance	14,237 outpatient visits
Hoodner Dental Center	Individuals who lack sufficient dental insurance and who qualify for Medical Assistance or the Healthy York Network	5,934 visits

Healthy Communities



Collaboration is vital to making an impact on our community health

At WellSpan, we wholeheartedly agree with the World Health Organization's assessment that health is "a state of complete physical, mental and social well-being, not merely the absence of disease or infirmity." And we recognize the dangers and issues facing a community that cannot achieve this level of health.

To help our communities become healthy places to live, work and play, we are constantly planning for the future, developing partnerships, building community assets, engaging citizens, and sponsoring initiatives. Our efforts are broad based and wide reaching, but so is the need. We believe that our progress, on all fronts, continues to make a difference.

Saving victims of sudden cardiac arrest through community action

A 19-year-old Gettysburg College student takes a routine jog through the battlefield. Suddenly, she grows weak and collapses. It's a sudden cardiac arrest.

Each year, more than 350,000 Americans suffer the same experience. Less than 10 percent survive.

An automated external defibrillator (AED) can make all the difference. It sends an electric shock to the victim's heart to restore a normal rhythm.

"An AED's shock to the heart—when applied within six minutes after the event—significantly increases a person's chance of survival," said Deb Sheets, RN, WellSpan Community Health Improvement.

Sheets is the coordinator of WellSpan's Operation Heartbeat program, which places AEDs across rural Adams County. Operation Heartbeat AEDs can be found in a variety of public spaces, and inside every police cruiser in the county.

"In many emergencies, police officers arrive on the scene first," Sheets explained. "So we're placing AEDs in patrol cars and making sure the officers are trained on them."



Fortunately for the young college student, Operation Heartbeat also stocks the ranger vehicles at Gettysburg National Military Park. As she lay unconscious, an alert ranger retrieved an AED and applied its two sticky pads to her chest. The briefcase-sized device went to work, analyzing her abnormal heartbeat and delivering its lifesaving shock.

The student made a full recovery. She graduated in the spring of 2013 and returned to thank the rangers.

At least five other people have been saved with Operation Heartbeat AEDs since the program's inception in 2001.

“When one of our AEDs saves a life, we recognize the law enforcement officer or community member who played a part in that save,” said Kevin Alvarnaz, director, WellSpan Community Health Improvement

Recently, Operation Heartbeat replaced its 70 aging AEDs with brand new units—and added a dozen new ones—thanks to funding from a federal grant. Nancy Newton, a grants officer with WellSpan, said federal officials were impressed by public outpouring for the program.

“All of the different police departments were so supportive of this project,” Newton said. “So were the Gettysburg Adams Chamber of Commerce and the national military park.”

The federal grant also enabled Operation Heartbeat to begin offering free CPR and AED classes to the public.

“It’s not just about placing AEDs out there in the community,” Alvarnaz said. “It’s about training lay people in AED use, so that they feel ready to respond in the case of an emergency.”

For more information or to sign up for WellSpan’s CPR and AED classes, contact Kevin Alvarnaz at (717) 851-3232.

Community health initiatives WellSpan supported in 2013

Initiatives we support	Issues they address	Our progress in 2013
Healthy Adams County, a partnership of community members dedicated to continuing assessment, development and promotion of efforts toward improving physical, mental and social well-being	Health literacy, healthy lifestyles, oral health, depression, planning for end of life and access to affordable and nutritious foods	<ul style="list-style-type: none"> Held the sixth annual Adams County Health Summit for nearly 100 health and human services professionals and community residents which focused on mental health issues Established committee focused on end-of-life issues and provided community education Food Policy Council completed second Healthy Options Program for families in the food gap in coordination with the Adams County Farmers Market Association and printed the third installment of the Local Foods Guide for Adams County
Healthy York County Coalition, an ongoing, independent collaborative effort dedicated to improving the health and wellness of York County	Health literacy, healthy lifestyles, oral health, quality health care for the chronically ill, school wellness	<ul style="list-style-type: none"> Oral Health Task Force produced a brochure to educate mothers on the importance of oral health care for infants and toddlers
Reach Out and Read	Early childhood literacy	<ul style="list-style-type: none"> 5,494 books distributed to children ages six months to five years
SAFE, teams of specially trained Emergency Department nurses at WellSpan York Hospital and WellSpan Gettysburg Hospital	Domestic violence and child abuse	<ul style="list-style-type: none"> Provided care to more than 300 patients
Community sponsorships	Health and quality of life across south central Pennsylvania	<ul style="list-style-type: none"> Over \$500,000 in sponsorships to area organizations and contributions to local government and school districts

Initiatives we support	Issues they address	Our progress in 2013
Community Partnership Grants	Health and quality of life across south central Pennsylvania	<p>\$292,900 provided to support</p> <ul style="list-style-type: none"> • York County Community Foundation • York College Department of Nursing – Nurse Managed Centers and WellSpan Health collaboration • York County Literacy Council • HACC York Campus (Nursing eLab) • United Way of Adams County • Healthy Adams County/Food Policy Council • Manos Unidas Hispanic-American Center • Junior Achievement (STEM Summit) • York Academy Regional Charter School (Simpson Station Playground) • YMCA of York County (LifeStrong Program) • Family First Health (Nurse Family Partnership Program) • Healthy Adams County (AmeriCorps VISTA) • Healthy Adams County (Empowerment through Exercise Program) • YMCA of York and York County • Healthy York County Coalition • York Hospital Community Health Center
Outreach to the Latino population	Childhood obesity, early prenatal care, Latino health	<ul style="list-style-type: none"> • Provided mammography screening education to 19 Latino women, including information regarding recommended preventive screenings • Educated 232 Latino community members on local resources for healthcare, including how to access services through Healthy York Network, where to go for a family doctor and how to access eye screening services and providers • Encouraged 57 Latino families to take a Smoke Free Home Pledge
Project SEARCH, a school-to-work program for area students with disabilities	Real-life work experience and preparation for employment	<ul style="list-style-type: none"> • Provided total immersion in the workplace for ten area students • Partnership with Lincoln Intermediate Unit (LIU), the Office of Vocational Rehabilitation (OVR) and York/Adams Mental Health/Mental Retardation

Lifelong Wellness



Sometimes healthier living starts with simple behavior changes

At WellSpan, we recognize that unhealthy behaviors can harm an individual, a family and an entire community. We also recognize that simple behavior changes and access to the right information can make all the difference in promoting lifelong wellness. That's why we create, support and contribute to numerous programs designed to lay the groundwork for healthier living.

Annual leadership conferences inspire 7th-graders across York and Adams counties

The impact of bullying. Managing feelings of isolation. Lessons on Internet and cellphone safety. Self-discovery and goal setting. Avoiding unhealthy behaviors.

These are just a few of the important topics that seventh grade students across York and Adams counties receive during special one-day leadership conferences each October

Supported by WellSpan, the annual young women's and young men's leadership conferences in both counties are designed to educate, encourage and empower young people



Seventh grade girls and boys are the focus of the conferences for a reason. Research shows that self-esteem among kids often declines around seventh-grade

"It's a really difficult time in their life as they're growing up," said Dianne Moore, RN, manager, Women's Health and Clinical Quality, WellSpan, who helps to coordinate events in both counties

"We're trying to plant seeds with some

positive messages about reaching their greatest potential and about the importance of being a leader "

At both young women's conferences, held respectively at Gettysburg College and York College, the girls listen to a keynote presentation on important topics and then attend workshops on issues ranging from health and body image to peer pressure and healthy relationships to career choices

The speeches and workshops give the students "take-home" messages. Every topic is aimed at this age group. Each presenter provides a take-home message that enhances the students' personal leadership and their wellness.

Separate, same-day leadership events for the boys feature a keynote speaker and guests who discuss key issues aimed specifically to the male audience.

The young people who experience the events have shared how it allowed them to talk openly about the common problems they face, like friendship and relationship issues, reaching their goals and overcoming self-consciousness

Students have shared personal stories on the challenges of breaking away from a crowd and forging their own path. The conference teaches students about following their dreams and finding ways to make those dreams a reality.

They also learn that their dreams can sometimes be clouded by unhealthy behavior - like using drugs or alcohol, developing eating disorders, joining a gang or being involved in unhealthy friendships or relationships.

"The age group is mature enough to absorb the information and start building a foundation for lifetime skills and good decision-making," said John Wagner co-chair of the planning committee for the Adams County leadership conferences.

Lifelong wellness initiatives WellSpan supported in 2013

Initiatives we support	Our progress in 2013
Adams County Young Women's/Young Men's Annual 7th Grade Leadership Conference	<ul style="list-style-type: none"> More than 1,205 attended, topics included Internet safety, respect, healthy body image, stress management, movement, healthy choices and relationships, nutrition, careers, goal setting and leadership skills
The York County Young Women's Leadership Conference	<ul style="list-style-type: none"> More than 1,120 seventh-grade girls attended, topics included social hierarchies and teen relationships, gender aggression, stress management, healthy body image and goal setting
Inpatient and outpatient tobacco education and cessation at WellSpan York Hospital and WellSpan Gettysburg Hospital	<ul style="list-style-type: none"> More than 4,900 children and adults participated in programming ranging from distribution of education resources to one-on-one cessation counseling
Numerous programs that encourage healthy eating and physical activity among young people and adults	<ul style="list-style-type: none"> 60 individuals completed an hour-long <i>Steps to a Healthier You</i> class, 53 people in York County and 5 in Adams County participated in the eight-week <i>A Healthy You</i> program focused on healthy weight management Partnered with eight area middle schools to implement wellness policies that support healthy eating and physical activity Awarded more than \$1,700 in fitness equipment to seven schools in York and Adams counties, which will benefit approximately 3,000 students Challenged approximately 3,340 students to accumulate 1,260 minutes of physical activity over a 21-day period through the Kids on the Move program Distributed <i>Market Basket of the Month</i> resource kits to promote fresh produce items to participating schools and expanded offering at four community market sites in York County
Children's Wellness Days, sponsored by the WellSpan York Hospital Auxiliary	<ul style="list-style-type: none"> More than 1,300 third-grade students from public and private schools attended
York County Countdown2Drive program participant	<ul style="list-style-type: none"> Program promoted safe driving and being a safe passenger, and encourages communication to 300 students age 13-15 and their guardians

Initiatives we support

Our progress in 2013

SafeKids injury prevention programs for children and parents, and bicycle, car seat, home and pedestrian safety initiatives

- 1,631 children and adults participated in bike and pedestrian events
- 849 children and adults participated in Buckle Up Community events
- Provided inspection of 434 children car seats and provided 52 car seats to low income members of the community
- 67 local law enforcement officers, health and human service professionals, and hospital personnel participated in child passenger safety training
- 814 children and adults engaged in home safety events
- 780 children and adults received educational information on safe sports

GO York community initiative to promote physical activity and summer reading

- An estimated 11,152 *GO and Search the Galaxy* program guides were distributed by York County libraries with 1,283 returned at the program's completion. Participants who returned their guides collectively walked 14,970 miles

Roads to Freedom, a community initiative in Adams County to create active learning around 150th anniversary of the Battle of Gettysburg

- An estimated 1,368 program guides were distributed through local libraries and visitor's centers, with 184 returned at program completion to verify participation. Participants who returned their program information walked a minimum of 1,582 miles at various locations throughout Adams County

Chronic Care



Living better with a chronic illness

For 125 million Americans, chronic illness is a never-ending problem that in many cases limits their lives, their sense of freedom and joy. Yet, with prevention, education, detection, treatment and care, many of these chronic conditions can be managed and even alleviated. Clearly, a better life is a better plan. To help achieve it, WellSpan works with individuals across south central Pennsylvania and northern Maryland on a variety of services and programs conceived and designed to improve the lives of those with chronic illness.

Heart disease patients learning the art of stress reduction

The future for patients suffering from heart disease is uncertain

They must cope with changes in lifestyle and limitations. One question on the minds of many of these patients is, “How long do I have to live?”

“Heart disease patients often experience up and down times and this plays on their emotions,” said Joann Smith, a nurse practitioner with the Heart Failure Clinic, WellSpan Gettysburg Hospital



“They often experience depression, anxiety, fatigue and pain ”

Recognizing this, the WellSpan Center for Mind/Body Health collaborated with the Heart Failure Clinic, part of WellSpan Heart and Vascular, to develop a stress reduction class for cardiac outpatients. The class was open to anyone in the community with a

cardiac diagnosis, along with their family member or caregiver

Julie Falk, a nurse and yoga instructor who trained at the Center for Mindfulness at the University of Massachusetts Medical School, is teaching the eight-week class to 18 patients

She teaches meditation and gentle yoga as tools for relaxation and to identify conscious thought patterns that foster stress

“Once people mindfully evaluate the way they think and behave, they are able to reduce their sources of stress,” offered Falk. She said many patients with heart disease have difficulty keeping their mind in the present

“They are constantly projecting into the future,” said Falk. “We work with them to learn to live in the present moment, which is the only time we can ever influence anything. Learning to use their breath to calm and re-orient themselves gives them some control.”

Smith and Falk agree that patients have responded well to the stress reduction class

“Most patients realize that stress has had a big impact on their lives,” said Smith “It can affect their sleep, their mood and their outlook on life

“Patients tell me that the class is helping them,” added Smith “I can see a difference in their attitudes ”

Smith, Falk and nurse Laura James are using a grant from the Beryl Institute to conduct a research project with the group

In preparing the research proposal, a lot of literature supporting this type of program for cancer patients was found There were, however, only a few published studies showing the benefits of mindfulness-based stress reduction training and its effect on cardiac patients

As part of the study, class participants had their depression, anxiety, fatigue and pain measured pre-class Those factors will be measured post-class

“We’re giving patients the tools to help them reduce stress,” said Smith “This is not just another pill ”

Smith and Falk are optimistic that the study will show positive results

Plans are to offer the class again and to perhaps extend it to patients with other chronic diseases in the future

Chronic Care initiatives that WellSpan supported in 2013

Initiatives we support

Aligning Forces for Quality (AF4Q), a community collaborative funded by the Robert Wood Johnson Foundation that engages leaders, consumers, physicians, nurses, employers and insurers to improve the quality of care

For Heart's Sake, an outreach initiative for uninsured and underinsured African-Americans residing in York City

Stress Less, a program designed to help adults overcome daily stressors by learning to relax, breathe, and adapt to stress

Camp Green Zone, a five-day event which teaches children ages 6-12 how to control their asthma

Community screening programs in Adams County

Our progress in 2013

- Implementation of patient partner program with nearly 60 community members who work directly with WellSpan primary and specialty care providers in quality improvement activities, 36 physician offices and six clinics engaged in quality improvement collaborative and regional payment reform
- Community Health Improvement held its seventh annual "For Heart's Sake" screening event in northeastern York City, 32 community members attended. In addition, the lay health leader network assisted in the coordination of nutrition education classes which featured demonstrations of how to prepare traditional African American cuisine in a healthy way. Lay health leaders brought 21 community members with them to the cooking classes
- 77 attendees across programs in York and Adams counties
- 34 young people participated
- Screenings such as blood pressure and blood glucose were provided to 3,674 individuals in Adams County at multiple venues. Additionally, flu vaccines were offered to community members, including free vaccine distributed by the Department of Health to underserved groups. More than 1,000 flu and pneumonia vaccinations were given throughout Adams County

Learning



Care for the next generation of our community starts today

At WellSpan, we believe in the power of new ideas, new approaches, new discoveries and new people. That's why we sponsor programs that train the next generation of physicians, nurses and other clinical professionals. These programs allow us to stay abreast of new techniques to prevent, detect, diagnose and treat medical problems, and ensure an adequate supply of essential clinicians for the future.

WellSpan's York Cancer Center is helping to lead the fight against Breast Cancer

Rita Allison, 59, of York, was in her last year of teaching at Dallastown's Loganville-Springfield Elementary when she was diagnosed with stage 1 breast cancer. Her treatment plan required two surgeries followed by 33 radiation treatments.

Prior to beginning radiation, the team at WellSpan's York Cancer Center informed her of her eligibility for a clinical breast trial to determine if radiation therapy is more effective with or without Herceptin in preventing subsequent occurrences of breast cancer. Allison was selected to be part of the control group for the study.



"I think it is great," says Allison. "I am thrilled to be part of something that has the potential to advance breast cancer treatment."

As part of the clinical trial, Allison receives check ups and mammograms every six months for five years.

"I feel safer because of the regular check ups," remarks Allison. "Once you finish radiation, it's like—now what? But being part of this study has allowed me to help advance treatment and get very regular monitoring. I feel safer."

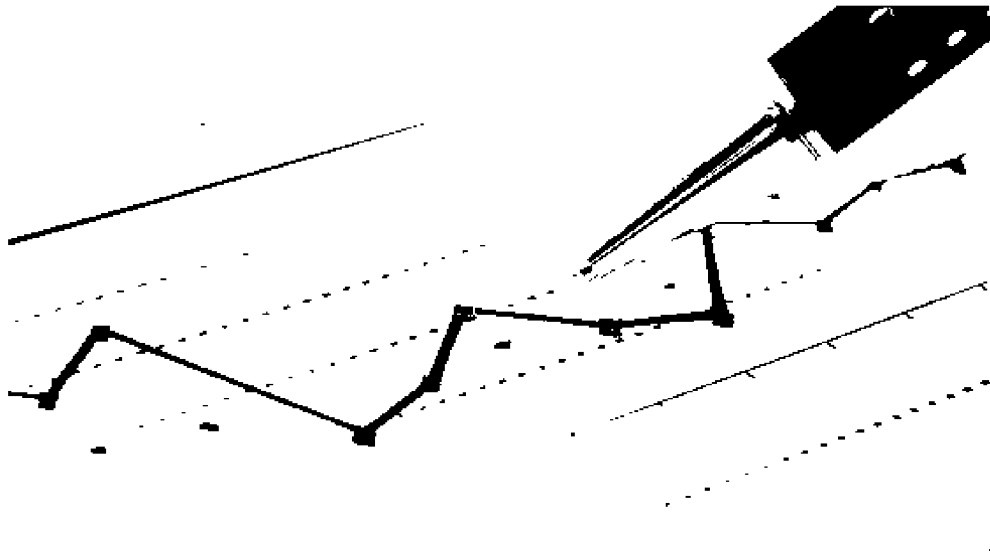
Allison was so grateful for the care that she received at the York Cancer Center that she and a friend started volunteering at WellSpan.

"I am so fortunate to be where I am today and be able to give back. I split my time between volunteering in pediatrics and at the cancer center. I just love it. I am blessed."

Learning initiatives that WellSpan supported in 2013

Initiatives we support	Our progress in 2013
Clinical Trials	More than 700 patients participated in the following trial categories breast cancer, prostate cancer, skin cancer, esophageal cancer, colon cancer, lung cancer, cancer of the head and neck, depression in cancer patients receiving radiotherapy, coronary artery disease, coronary artery stents, cardiac arrest, chronic heart disease, seizures in adults and pediatrics, cervical dystonia, facial paralysis, pneumonia, orthopedic treatment and prevention, lung function and pain management
Medical Education	<p>More than 675 residents, visiting medical students and visiting residents cared for patients who don't have a primary care physician These professionals provide outreach and education for the community, and they often stay in our community long after their training is complete</p> <p>WellSpan York Hospital actively participated in training for nurses and allied health professionals, including clinical pastoral care, pharmacy residencies and internships, clinical laboratory science, nurse anesthetists, respiratory care, radiography, nuclear medicine technology and continuing education for emergency medical service personnel</p>

2013 WellSpan Stats and Achievements



Who We Are

At WellSpan Health, we are proud to be part of the communities of Central Pennsylvania. That's why we are committed to understanding local health care needs and working with physicians, community leaders and area residents to establish services and programs where people live, work and play.

By offering a vast array of inpatient, outpatient, home health and physician services and by partnering with other organizations and community physicians, we make it possible for people to find and access the health services that they need, without having to travel far from home.

By working as one coordinated health care organization, we are transforming care through sophisticated clinical information technology and creating innovative new models as a means to create a high quality, exceptional patient experience.

Our charitable, non-profit mission:

Working as one to improve health through exceptional care for all, lifelong wellness and healthy communities.

Our health system at a glance:

- **A valuable community resource** that provides more than \$30 million each year in uncompensated medical and outreach services.

- **More than 11,000 employees, volunteers and physicians**
- **Highly skilled primary care and specialty physicians and providers**, including more than 660 members of the WellSpan Medical Group
- **47 outpatient health care locations**, which offer diagnostic imaging, laboratory, rehabilitation, primary care, retail pharmacy, walk-in health care and other essential services
- **A regional home care organization**, WellSpan VNA Home Care
- **Four respected hospitals** WellSpan York Hospital, WellSpan Gettysburg Hospital, WellSpan Surgery & Rehabilitation Hospital and Ephrata Community Hospital
- **Regional referral services** in heart and vascular care, oncology, women and children services, orthopedics and spine care, neurosciences and behavioral health
- **WellSpan Pharmacy**, a retail pharmacy with five locations across York and Adams counties
- **Community based philanthropy** efforts in Gettysburg, York and Ephrata, dedicated to improving the health of their local communities by generating charitable contributions
- **Partnerships with respected organizations**, including Good Samaritan Health System, Hanover Hospital, Summit Health, and Hospice & Community Care (formerly Hospice of Lancaster County), as well as hundreds of private-practice community physicians
- **Healthy York Network/Healthy Community Pharmacy**, a collaborative effort of WellSpan Health, Memorial Hospital, Family First Health, the York City Bureau of Health, Hanover Hospital, the Community Progress Council, United Way and the York County Assistance Office through which uninsured members of the York community receive discounted care and services and discounted prescription drugs

Achievements

In 2013, WellSpan continued its efforts to create a health system that supports the changing needs of individuals and families in south central Pennsylvania and northern Maryland

These efforts have been recognized with the following achievements:

- WellSpan York Hospital received the Get with the Guidelines—Resuscitation Gold Quality Achievement Award from the American Heart Association
- WellSpan received a \$125,000 grant from the Highmark Foundation to form a regional learning collaborative around “super utilizers” of health care
- WellSpan York Hospital participated in a national clinical trial that was named The Clinical Trial of the Year by The Society for Clinical Trials. The clinical trial aimed to find out whether anti-seizure medication works better when given as an I V directly into a vein or when given as shot in the muscle
- WellSpan York Hospital was one of 15 Pennsylvania hospitals to receive a Silver Medal of Honor from the U S Department of Health and Human Services (HHS) for their successful donation and organ transplant outcomes
- WellSpan York Hospital’s Level 1 Trauma Program was ranked among the best in the country for traumatic brain injury (TBI) and shock patient outcomes, according to the Trauma Quality Improvement Program
- WellSpan Gettysburg Hospital received recognition from The Leapfrog Group and VHA Mid-Atlantic APEX (Achieving Patient Care Excellence) for its patient safety efforts
- WellSpan York Hospital, was one of five hospitals in central Pennsylvania, recognized by U S News and World Report as one of the Best Regional Hospitals in its 2012-13 Best Hospitals publication
- Facing Cancer Together, an interactive community education partnership of WellSpan Health and WITF Public Media, earned a Mid-Atlantic Emmy Award for Outstanding Achievement in Community Service
- WellSpan Gettysburg Hospital’s breast cancer program received a three-year accreditation from the National Accreditation Program for Breast Cancers (NAPBC). The breast cancer program is one of only 30 accredited centers in Pennsylvania. It is the only one in Adams, Franklin and York counties and northern Maryland

- WellSpan York Hospital maintained its Joint Commission-designated Primary Stroke Center for two additional years
- WellSpan was named the winner of the 2012 Most Improved Safety Award by Walsh Integrated
- Received a NRC Picker symposium award as one of two “Most Improved Organizations” in the pediatric category The award recognized York Pediatric Medicine and Springdale Pediatric Medicine’s significant increase in the percentage of patients rating their doctor a 9 or 10 on the NRC Picker patient survey
- WellSpan York Hospital’s Family Medicine Residency program, which operates Tar Wars in York County, received an award at the national conference Tar Wars educates children about the benefits of being tobacco-free
- Implemented a mandatory flu vaccine policy for all of its staff members, volunteers, physicians, vendors, contractors and health care students
- Announced a partnership with the City of York that will establish a WellSpan Police Training Center, a facility that will enhance the skills and competencies of area police officers as well as provide secure storage of evidence for crime investigations
- WellSpan York Hospital received a three-star rating, the highest possible, in cardiac surgery performance by The Society of Thoracic Surgeons
- WellSpan York Hospital named as a Blue Distinction Center for Spine Surgery and Knee and Hip Replacement by Capital Blue Cross
- The York Cancer Center was reaccredited for three years, including six commendations, by the American College of Surgeons Committee on Cancer

WellSpan remained steadfast in its focus on building a healthy community and providing care to all, including the most vulnerable citizens, by:

- Continuing to sponsor innovative outreach efforts and providing \$22.1 million in free care and an additional \$26 million in services which were not reimbursed
- Providing a safety net of care for uninsured and underinsured individuals through such services as Healthy York Network, HealthConnect, WellSpan York Hospital Community Health Center, and WellSpan Medical Group
- Sponsoring the annual Adams County Community Health Summit, which addressed key mental health issues facing people of all ages in our local communities

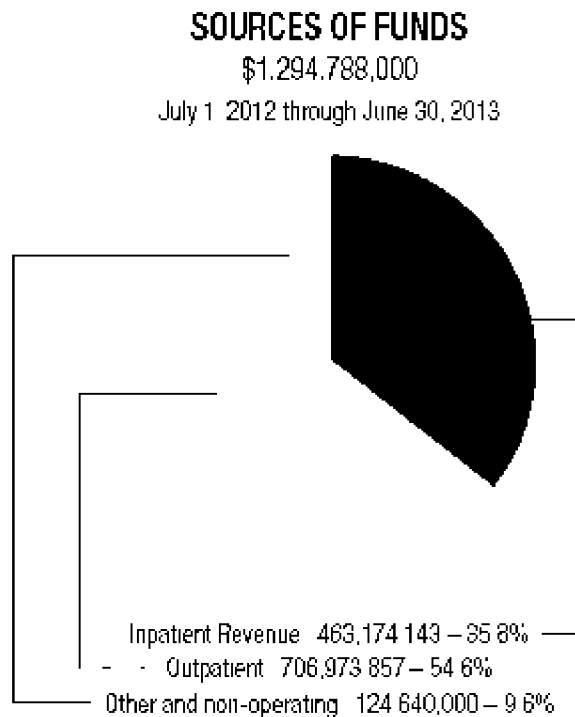
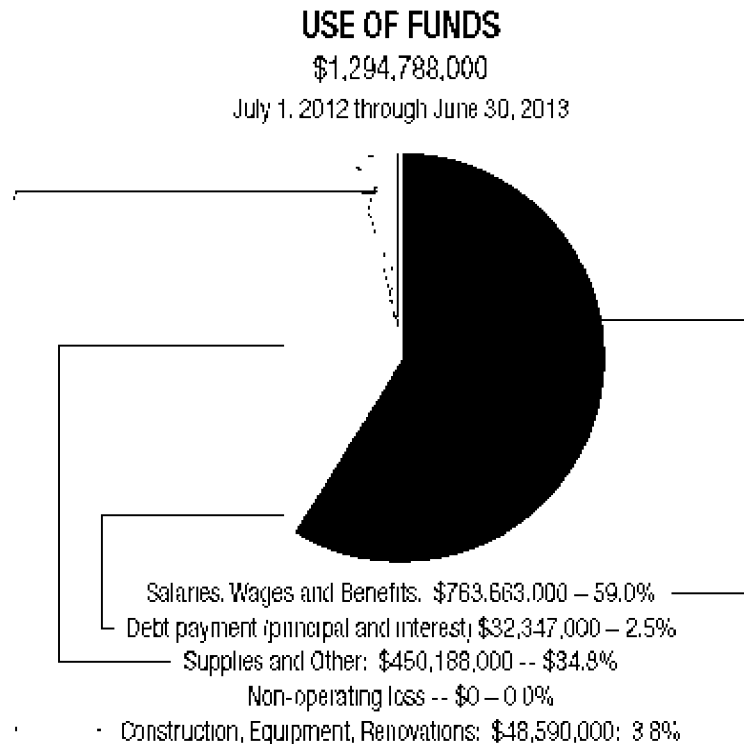
- WellSpan co-sponsored the Go Local for Health Summit held in Gettysburg which addressed issues of affordable and accessible healthy eating and recreational opportunities in south central Pennsylvania
- Developing a wide range of educational opportunities for today's healthcare professionals while working to prepare the next generation of physicians, nurses and healthcare workers

WellSpan worked to create a more coordinated, efficient and viable health care system by:

- Continuing to develop an electronic health record as a means to coordinate care among physicians and enhance the patient's ability to access their personal health care information
- Enrolling more than 35,000 patients in the MyWellSpan patient portal which allows patients to access their health care information in a convenient and timely manner

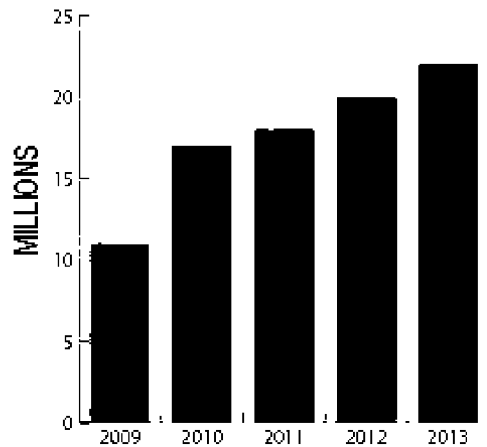
Statistics

In 2013 WellSpan's charitable purpose brought more benefit to more people than ever before. Our bottom line, as detailed in this report, remains the pursuit of more coordinated, convenient, comprehensive and community focused health care services for the journey that is life.



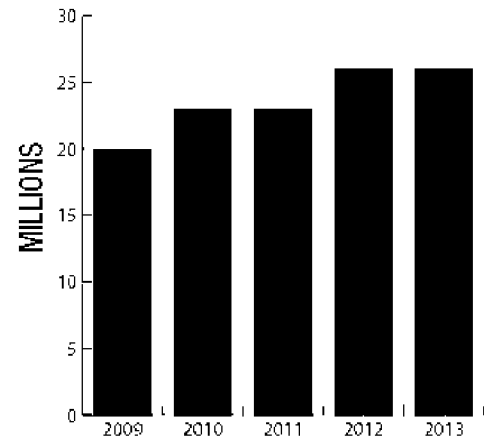
FREE CARE*: CHARITY CARE

2009: \$10,717,000
 2010: \$16,867,000
 2011: \$18,427,000
 2012: \$20,210,000
 2013: \$22,117,000



FREE CARE*: BAD DEBT

2009: \$19,917,000
 2010: \$22,851,000
 2011: \$23,387,000
 2012: \$26,212,000
 2013: \$26,023,000

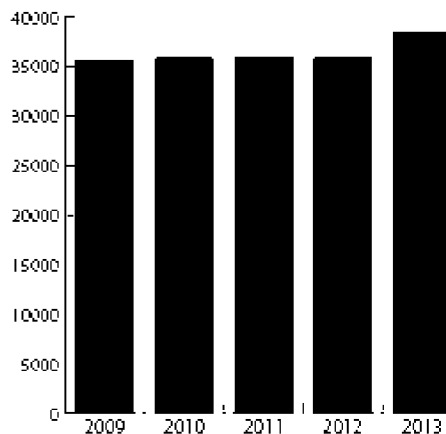


*Charity care is the total cost to provide medical services to those patients who have demonstrated their inability to pay. This is the cost of providing charity care, not the charge associated with that care.

TOTAL HOSPITAL ADMISSIONS*

*WellSpan Gettysburg Hospital,
 WellSpan York Hospital and
 WellSpan Surgery &
 Rehabilitation Hospital

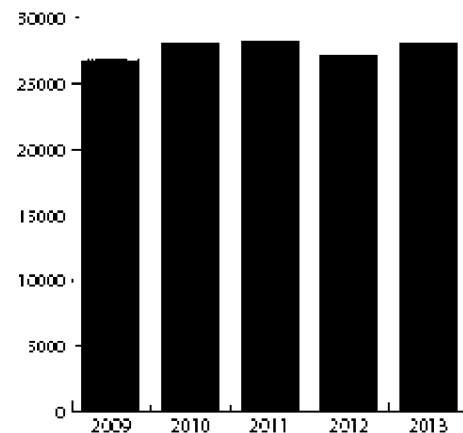
2009: 35,559
 2010: 35,849
 2011: 35,968
 2012: 35,870
 2013: 38,379



TOTAL SURGERY CASES

(Gettysburg Hospital, York Hospital,
 Apple Hill Surgical Center
 and WellSpan Surgery
 & Rehabilitation Hospital)

2009: 26,797
 2010: 28,055
 2011: 28,244
 2012: 27,173
 2013: 28,096



TOTAL PRIMARY CARE VISITS

(WellSpan Medical Group)

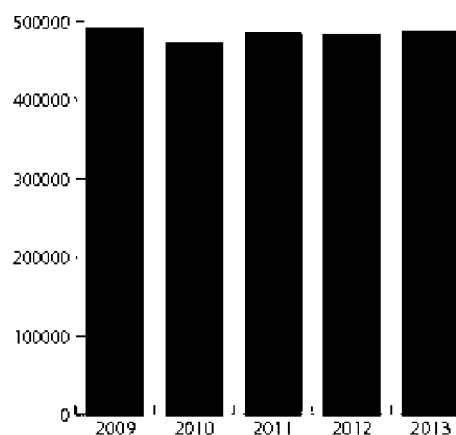
2009: 492,765

2010: 472,637

2011: 485,374

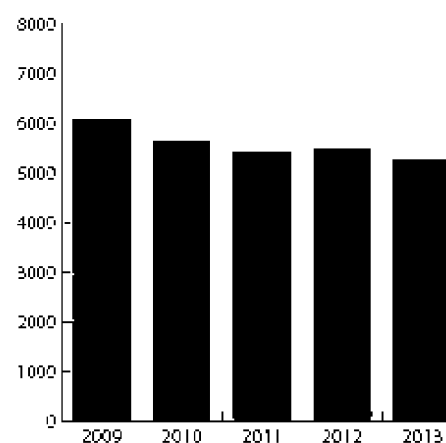
2012: 483,443

2013: 488,627



TOTAL HOME HEALTH PATIENTS

(WellSpan VNA Home Health)



	Total	Home Care	Hospice	Community Service
2009:	6,082	5,512	300	270
2010:	5,648	5,130	332	186
2011:	5,412	4,888	351	173
2012:	5,489	4,982	402	105
2013:	5,252	5,161	NA	91

TOTAL PRESCRIPTIONS

(WellSpan Pharmacy, 6 locations)

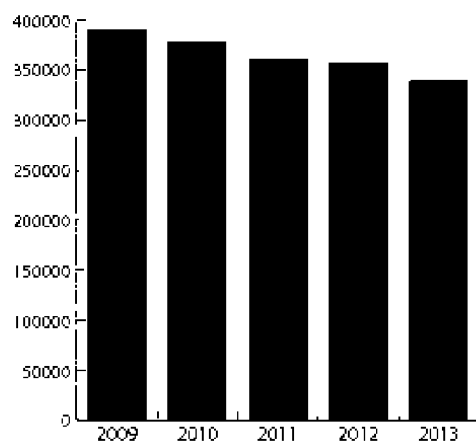
2009: 390,063

2010: 378,329

2011: 359,918

2012: 357,152

2013: 344,958



SOUTH CENTRAL Preferred

Covered Lives

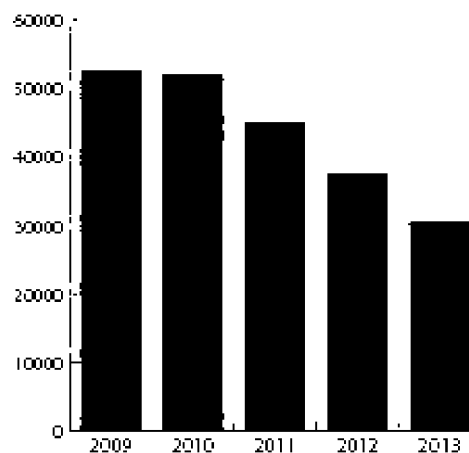
2009: 52,674

2010: 51,883

2011: 44,927

2012: 37,414

2013: 30,533



Generous Supporters

From board members to hospital greeters to hospice aides, community members have for more than a century served WellSpan. Likewise, thousands of individuals and businesses have advanced WellSpan Health's mission with financial contributions to its two local foundations. Our community's continued generosity supports our charitable mission of service and enables WellSpan to continue preparing and planning to support the future health needs of our region.

In fiscal year 2013, funds raised by WellSpan's philanthropic organizations allowed WellSpan to

- Help the most vulnerable children in our community, those who have been victims of sexual abuse, through funding of the Sexual Assault Forensic Examiner program by both our Kids First Campaign and Book Nook Bonanza event
- Fund WellSpan VNA Home Care through the Monopoly Tournament, as well as through the Dedi Sykes Educational Endowment, which provides opportunities for VNA staff to further their clinical education
- Fund patient assistance through the Cancer Patient Help Fund, Joe Jerardi Fund, and Dialysis Patient Help Fund, providing critical support for rent, food, transportation, and utilities for financially qualified patients over and above any charity care provided to them
- Provide funding for multiple years of support for the Cribs for Kids program, which provides a safe sleeping environment for families and their newborns who could not otherwise afford a crib
- Promote community health and wellness, provided outreach and education, and helped give free screenings through WellSpan's Community Health Improvement efforts
- Fund the operation of York Hospital Community Health Clinic, the Hoodner and Bentzel Dental Clinics, Healthy York Network, Healthy Community Pharmacy and the HealthConnect mobile healthcare van

Gettysburg Hospital Foundation

In fiscal year 2013, Gettysburg Hospital Foundation participated in securing donations, grants and bequests totaling \$668,120. \$271,677 of these gifts came from grants. \$86,719 came from fundraising events, and the remainder came from individuals, corporations and organizations in the community. Our generous donors supported a range of projects and programs, including the placement of AEDs in the community, the Cancer Patient Help Fund, Children's Health Fund, free Mammography Fund, educational lectureships and WellSpan's HealthConnect mobile healthcare van.

York Health Foundation

The York Health Foundation helps ensure that WellSpan York Hospital, as well as the many specialty and critical care services offered by WellSpan remain strong community resources, able to provide the highest level of health care. In fiscal year 2013, the foundation raised \$3,042,183

- \$1,351,776 for WellSpan York Hospital
- \$473,036 for WellSpan VNA Home Care and WellSpan Specialty Services, including the WellSpan Surgery and Rehabilitation Hospital
- \$910,119 for WellSpan Health
- \$76,070 for the WellSpan Medical Group
- \$231,182 for other medical care, community health and education and outreach activities across York County

York Hospital Auxiliary and the Gettysburg Hospital Auxiliary

WellSpan Health gratefully acknowledges the generosity and commitment of active auxiliaries at WellSpan Gettysburg Hospital and WellSpan York Hospital. They continue to support their organizations' missions through innovative programs, preventive health education, community partnerships and fundraising.

Gettysburg Hospital Auxiliary completed a \$99,000 pledge made towards the Care Path Campaign in support of patient-centered facility improvements within WellSpan Gettysburg Hospital. It also began raising funds for the future development of a healing garden on the hospital campus.

In fiscal year 2013, the York Hospital Auxiliary raised over \$60,000 at the Book Nook Bonanza to assist the Forensic Examiner Team SAFE Program at WellSpan York Hospital. It also sponsored the 32nd annual Children's Wellness Days with more than 1,300 York County third graders in attendance. The Auxiliary awarded over \$28,000 to WellSpan Health for programs and equipment in York County, including an autism program, bilights for the NICU, positioning equipment for Rehabilitation Medicine, education classes for oncology patients, Young Women's Leadership Conference, special armbands for the IV Team, medication totes and pillboxes for Preventive Cardiology and ceiling lifts for Radiation Oncology.

Volunteerism

In 2013, approximately 1,800 individuals volunteered a total of 137,000 hours of service at WellSpan facilities across York and Adams counties. The value of these volunteer hours totals over \$3,033,000.

WellSpan Health Leadership

For a complete listing of WellSpan Health board members and leadership, please visit <http://www.wellspan.org/about-wellspan/who-we-are>